

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Assignment of assignor's entire security interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Societe Generale		09/14/2004	a banking corporation: FRANCE

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation, as Documentation Agent
Street Address:	500 West Monroe Street
Internal Address:	May Logistics Account Manager
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2567070	LOMAS
Registration Number:	2611954	LOMAS
Registration Number:	2509907	LOMAS
Registration Number:	2665422	E TRANZIT
Registration Number:	2623248	E-TRANZIT & DESIGN

CORRESPONDENCE DATA

Fax Number: (213)896-6600

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 213-896-6769

Email: kbernstein@sidley.com

Correspondent Name: Kim Bernstein, Legal Assistant

Address Line 1: Sidley Austin Brown & Wood LLP

Address Line 2: 555 W. Fifth Street, 40th Floor

Address Line 4: Los Angeles, CALIFORNIA 90013

ATTORNEY DOCKET NUMBER:

20607-30260-34230

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NAME OF SUBMITTER:

Kim Bernstein, Legal Assistant

Total Attachments: 5

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**NOTICE OF ASSIGNMENT OF SECURITY INTEREST
IN TRADEMARKS**

This NOTICE OF ASSIGNMENT OF SECURITY INTEREST (this "Assignment") is executed as of September 14, 2004, by Societe Generale, a banking corporation organized under the laws of France ("SocGen"), as former documentation agent (in such capacity, "Assignor"), in favor of General Electric Capital Corporation, a Delaware corporation ("GECC"), as documentation agent (in such capacity, together with its successors and assigns, if any, in such capacity, "Assignee").

WITNESSETH:

WHEREAS, Area Transportation Company, an Illinois corporation ("ATC"), Roll & Hold Warehousing & Distribution Corp., an Illinois corporation ("R&H"), ServiceCraft Corporation, a California corporation ("SCC"), ServiceCraft Distribution Systems, Inc., a California corporation ("SCD"), Western Intermodal Services, Ltd., an Illinois corporation ("WISL"), and together with ATC, R&H, SCC and SCD, "Borrowers", May Logistics Services, Inc., a California corporation (in such capacity, "Borrower Funds Administrator"), First Source Financial LLP, an Illinois registered limited liability partnership, acting in its capacity as documentation agent ("Original Documentation Agent") for the benefit of all Lender Parties (as defined therein), SocGen, acting in its capacity as administrative agent (in such capacity, "Administrative Agent") for the benefit of all Lender Parties, LaSalle Bank National Association, a national banking association, as co-agent (in such capacity, "Co-Agent") for the benefit of all Lender Parties, Issuing Bank (as defined therein) and the Lenders (as defined therein) are parties to that certain Amended and Restated Secured Credit Agreement, dated as of September 8, 1999 (as supplemented and amended prior to the date hereof, the "Secured Credit Agreement");

WHEREAS, in connection with the Secured Credit Agreement, Alternative Distribution Systems, Inc., a Delaware corporation ("ADS"), Freight Connections International, Ltd., an Illinois corporation ("FCI"), Independent Contractor Services, Inc., an Illinois corporation ("ICS"), May Logistics Services, Inc., a California corporation (in such capacity, "MLS") and ServiceCraft LLC, a Delaware limited liability company ("SC LLC", and together with ADS, FCI, ICS and MLS, together with their successors and assigns in such capacity, "Guarantors") made that certain Amended and Restated Guaranty to and for the benefit of Original Documentation Agent;

WHEREAS, in connection with the Secured Credit Agreement, ADS and Original Documentation Agent are parties to that certain Amended and Restated Security Agreement, dated as of September 8, 1999 (as supplemented and amended prior to the date hereof, the "Security Agreement");

WHEREAS, pursuant to that certain Waiver and Fifth Amendment to Secured Credit Agreement, dated as of September 29, 2000, among Borrowers, Borrower Funds Administrator, Original Documentation Agent, Administrative Agent, Co-Agent, Issuing Bank and the Lenders, Original Documentation Agent assigned to Assignor the rights and duties of

NOTICE OF ASSIGNMENT (TRADEMARKS)

Original Documentation Agent under the Secured Credit Agreement and various related documents (including, without limitation, the Security Agreement);

WHEREAS, pursuant to that certain Agreement and Plan of Merger, dated as of December 31, 2001, among ADS Logistics, LLC, a Delaware limited liability company ("ADS LLC"), ATC, FCI, ICS, R&H, and WISL, ADS LLC succeeded by merger to the assets and liabilities of ATC, FCI, ICS, R&H, and WISL;

WHEREAS, ADS and ADS LLC are parties to that certain Confirmatory Assignment, dated as of December 31, 2001, recorded with the United States Patent and Trademark Office ("PTO") on February 11, 2002 at Reel/Frame 2447/0257, pursuant to which ADS transferred all right title and interest in ADS's intellectual property, including, without limitation, the trademarks listed on Schedule A hereto (such trademarks, the "Trademark Collateral"), to ADS LLC;

WHEREAS, ADS LLC and Assignor are parties to that certain Consent and Eighth Amendment to Credit Agreement, Amendment to Membership Interest Pledge Agreements, Subordination Acknowledgment and Obligor Security Agreement Joinder, dated as of December 31, 2001, recorded with the PTO on February 11, 2002 at Reel/Frame 2448/0759, pursuant to which ADS LLC joined the Security Agreement and granted to Assignor a security interest in ADS LLC's intellectual property, including, without limitation, the Trademark Collateral, as security for the obligations of Borrowers, Guarantors, each subsidiary of each Borrower and each Guarantor, and Borrower Funds Administrator to the respective Lender Parties;

WHEREAS, pursuant to that certain Waiver and Omnibus (Fourteenth) Amendment Agreement, dated as of June 7, 2004 (the "Fourteenth Amendment"), among ADS LLC, SC LLC, Borrower Funds Administrator, SocGen, individually, as resigning administrative agent and as Assignor, GECC, individually, as succeeding administrative agent and as Assignee, the other Lenders signatory thereto and Co-Agent, Assignor has assigned to Assignee the rights and duties of Assignor under the Secured Credit Agreement and various related documents (including without limitation, the Security Agreement); and

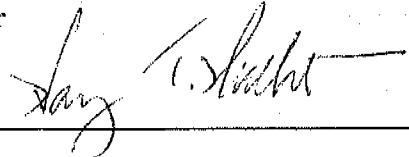
WHEREAS, Assignee has requested that Assignor execute this Assignment for the purpose of giving notice of the transfers of the Assignor's right, title, and interest in the Trademark Collateral pursuant to the Fourteenth Amendment.

NOW, THEREFORE, Assignor hereby gives notice that it has sold, transferred and conveyed to Assignee (without recourse and without any representation or warranty whatsoever, whether express or implied) as set forth in the Fourteenth Amendment, all of Assignor's right, title and interest in and to the Trademark Collateral under the Security Agreement.

* * *

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

SOCIETE GENERALE,
as former Documentation Agent and as
Assignor

By: 

Name: Harry Nullet
Title: Managing Director

GENERAL ELECTRIC CAPITAL
CORPORATION,
as Documentation Agent and as Assignee

By: _____

Name: _____
Title: _____

SIGNATURE PAGE TO
NOTICE OF ASSIGNMENT (TRADEMARKS)

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TRADEMARK
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IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

SOCIETE GENERALE,
as former Documentation Agent and as
Assignor

By: _____

Name: _____

Title: _____

GENERAL ELECTRIC CAPITAL
CORPORATION,
as Documentation Agent and as Assignee

By: _____

Name: MARC ROBINSON

Title: Duly Authorized Signatory

SIGNATURE PAGE TO
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Schedule A to Notice of Assignment of Security Interest in Trademarks

Country	Trademark Name	Registration Number	Registration Date
USA	LoMas	2567070	5/7/02
USA	LoMas	2611954	8/27/02
USA	LoMas	2509907	11/20/01
USA	e-tranzit & Design	2665422	12/24/02
USA	e-tranzit & Design	2623248	9/4/02

SCHEDULE A TO
NOTICE OF ASSIGNMENT (TRADEMARKS)

LAI 608134v4

RECORDED: 10/12/2004

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